

Visiology, Inc.

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December 31, 2003

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219-0412

Co ID # 138881

04-00002

Re: Application of NorVergence, Inc. for a Certificate of Public Convenience and Necessity to Include Facilities-Based Authority to Provide Competing Local Telecommunications Services in the State of Tennessee

Dear Mr. Waddell:

NorVergence, Inc., herewith, submits an original and thirteen (13) copies of the above referenced Application to the Tennessee Regulatory Authority ("TRA"). A check for the \$50.00 filing fee is enclosed.

Please note that Exhibit C appended to the Application contains confidential and proprietary financial information. For this reason, Exhibit C has been submitted to the TRA under seal under separate cover.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self addressed stamped envelope provided for that purpose. Inquiries regarding this filing should be directed to me at (205) 330-1703 or via email to bobbi@visiology.com. Your assistance in this matter is greatly appreciated.

Yours truly,



Bobbi Ferguson
Visiology, Inc.
Consultant for
NorVergence, Inc.

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of)	
NorVergence, Inc. for A Certificate)	TRA Docket No. 04-
to Provide Facilities Based Competing)	
Local Telecommunications Services)	

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to T.C.A. § 65-4-201 et seq. and Section 253 of the Federal Telecommunications Act of 1996 (“Act”), NorVergence, Inc. (“NorVergence”) respectfully requests that the Tennessee Regulatory Authority (“TRA”) grant to NorVergence a certificate of convenience and necessity to provide facilities-based competing local telecommunications services, including UNE resale and exchange access telecommunications services within the state of Tennessee. NorVergence is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its Application, NorVergence submits the following:

1. The full name and address of the Applicant is:

NorVergence, Inc.
550 Broad Street, 3rd Floor
Newark, New Jersey 07102
Telephone: (973) 242-7500

Questions regarding this application should be directed to:

Bobbi Ferguson
Consultant
Visiology, Inc.
16061 Carmel Bay Drive
Northport, Alabama 35475
Telephone: (205) 330-1703
Facsimile: (205) 330-1705

Email: bobbi@visiology.com

Contact name and address at the Company is:

Jim Gattuso
NorVergence, Inc.
550 Broad Street, 3rd Floor
Newark, New Jersey 07102
Telephone: (973) 242-7500
Facsimile: (973) 242-8807

2. Names and addresses of all officers:

The names and addresses of the Applicant's principal corporate officers and other senior management responsible for Tennessee local operations are listed in Attachment A of this application.

3. Corporate Information.

NorVergence was incorporated in the state of New Jersey on September 10, 2001. A copy of NorVergence's Articles of Incorporation and amendments are provided as Attachment B, and a copy of NorVergence Authority to transact business in the state of Tennessee is provided in Attachment C.

4. Repair and Maintenance Information.

NorVergence understands the importance of effective customer service for local service consumers. NorVergence customers may call the company at its toll-free customer service number, which is printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at the headquarters address.

5. Status of NorVergence in other states.

NorVergence is certified to provide local exchange services in Connecticut, Illinois, Massachusetts, Montana, New Jersey, New York, Pennsylvania, Oregon, and Wisconsin. Applications are pending in Kentucky and Rhode Island.

6. Financial, Managerial and Technical Qualifications.

NorVergence possesses the managerial, technical and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below.

6A. Financial Qualifications

The most recent financial statements can be found in Attachment D. NorVergence considers this information confidential and proprietary and is submitting this information under seal.

6B. Managerial Qualifications

As shown in Attachment E to this Application, NorVergence has the managerial experience to successfully operate a telecommunications enterprise in Tennessee.

6C. Technical Qualifications

NorVergence possesses the technical qualifications to provide a full array of telecommunications services in Tennessee. The Company will file and maintain tariffs in the same manner and forms as required of incumbent local exchange telecommunications companies with which NorVergence seeks to compete. NorVergence will meet the minimum basic local standards, including quality of service and billing standards required by all LEC's regulated by the TRA. NorVergence will comply with TRA rules including Chapter 1220-4-8.

7. Proposed Service Area

NorVergence is providing service throughout the state except in those areas with fewer than 100,000 access lines.

8. Types of Local Exchange Service to be provided.

NorVergence, Inc., will be both a reseller and a facilities based provider of service and intends to offer local exchange services to its customers. These services include but are not limited to integrated voice and data services, local dial tone, and a variety of other local telecommunications services such as custom calling features, access to 911 and toll free services, and white pages directory listing.

9. Public Interest and Necessity

Granting NorVergence a certificate of public convenience and necessity to provide a full array of telecommunications services throughout Tennessee will benefit the public. NorVergence's offerings will increase competition for local exchange services and interexchange services. Competition from companies such as NorVergence promotes the pro-consumer goals of the TRA and Telecommunications Act of 1996. NorVergence's entry into the market will neither prejudice nor disadvantage any class of service of telephone customers or providers. Its application, therefore, is in the public interest.

10. Small and Minority-Owned Telecommunications Business Participation Plan

NorVergence's small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212. is attached at Attachment F.

11. Toll Dialing Parity Plan


NorVergence's toll dialing parity plan is attached at Attachment G.

VERIFICATION

STATE OF NEW JERSEY

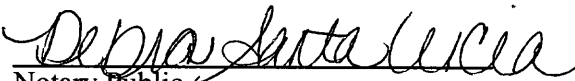
COUNTY OF ESSEX

Peter J. Salzano, being first duly sworn, deposes and says: That he is the CEO for NorVergence, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by NorVergence, Inc. to verify that the contents of the application are true.



Peter J. Salzano
NorVergence, Inc.
550 Broad Street, 3rd Floor
Newark, New Jersey 07102
Telephone: (973) 242-7500

Subscribed and sworn to before me this
19th Day of December, 2003



Notary Public
State of New Jersey

My commission expires: April, 2006

NorVergence, Inc.

Attachment A

**Names and Addresses of
NorVergence, Inc.
Officers**

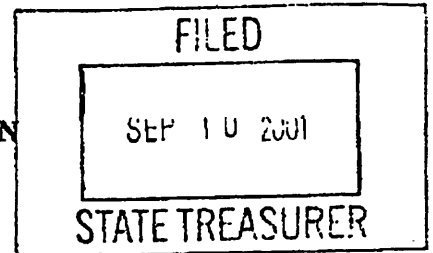
Name/Title	Address
Peter J. Salzano, CEO	NorVergence, Inc. 550 Broad Street, 3 rd Floor, Newark, New Jersey 07102
Albert Collier, Secretary	

NorVergence, Inc.

Attachment B

Articles of Incorporation

**CERTIFICATE OF INCORPORATION
OF
NorVergence, Inc.**



The undersigned, acting as an incorporator for the purpose of forming a corporation under and by virtue of the provisions of the "New Jersey Business Corporation Act," NJS 14A:1-1 et seq. adopts the following Certificate of Incorporation:

FIRST: The name of the Corporation is NorVergence, Inc.

SECOND: The address of said Corporation's initial registered office is 36 Mountain View Boulevard, Wayne, New Jersey 07470, and the name of said Corporation's initial registered agent is Walter E. Hanley III, Esq.

THIRD: The aggregate number of shares which said Corporation shall have authority to issue is 50,000,000. The common shares shall constitute a single class and the par value of each of these shares shall be \$.01.

FOURTH: The purpose for which the Corporation is organized is to engage in the business of any lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act (NJS 14A:1-1 et. seq.), including but not limited to converging solutions from Nortel Networks with Data Circuit Networking to create Wholesale Cost Pricing for the End-User Marketplace.

FIFTH: The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by Section 14A:3-5 of the New Jersey Business Corporation Act and to the full extent otherwise permitted by law.

The Corporation shall indemnify its officers, directors, employees and agents and former officers, directors, employees and agents, and any other persons serving at the request of the Corporation as an officer, director, employee or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) incurred in connection with any pending or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, with respect to which such officer, director, employee, agent or other person is a party, or is threatened to be made a party, to the full extent permitted by the New Jersey Business Corporation Act. The indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any by-law, agreement, or vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity, and (ii) shall inure to the benefit of the heirs, executors, and the administrators of any such person. The Corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any

S 995290
J 1910682

0100859960

person or persons enumerated above against any liability asserted against or incurred by them or any of them arising out of their status as corporate directors, officers, employees, or agents whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article. When a board of directors does not consist of a majority of disinterested directors, the board may nevertheless advance expenses to one or more directors or all of them provided each executes the undertaking to repay required by law.

SIXTH: The number of Director(s) constituting the first board is one (1) and the name and addresses of the persons who are to serve as Director(s) until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Peter Salzano
550 Broad Street, 3rd Floor
Newark, New Jersey 07102

Pursuant to Section 14A:6-6(i), a Director may only be removed for cause.

SEVENTH: The Board of Directors of the Corporation shall consist of nine members, who shall be divided into three classes of three each. Directors of the First Class first chosen shall hold office for one year or until the first annual meeting following their election; Directors of the Second Class first chosen shall hold office for two years or until the second annual meeting following their election; and Directors of the Third Class first chosen shall hold office for three years or until the third annual meeting following their election; and, in each case, until their successors shall be elected and shall qualify. After each class is first chosen, when the term of director shall expire, his or her successor shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire in each year. Each Director shall hold office until his or her successor shall be elected and shall qualify.

Any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office of a director (the "Prior Director") or other cause may be filled by a majority vote of the remaining Directors, though less than a quorum, and the Director so chosen shall hold office for a term expiring at the expiration of the term of the Prior Director. If a successor is not so chosen by the Board, then at the next annual meeting of shareholders, the shareholders shall elect a director to replace the Prior Director to hold office for a term expiring at the expiration of the term of the Prior Director, and until his or her successor shall be elected and shall qualify.

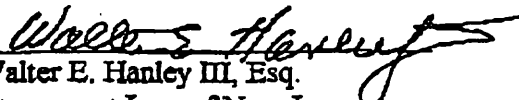
EIGHTH: The name and address of the incorporator is as follows:

Walter E. Hanley, III, Esq.
Fuhro & Hanley
36 Mountain View Boulevard
Wayne, New Jersey 07470

NINTH: This Corporation shall have perpetual existence.

TENTH: The Common Stock of the corporations shall not be sold, assigned or in any way transferred unless the Stockholder of record gives each member of the Board of Directors written notice of the desire of said Stockholder to sell, assign or transfer same including the identity of the purchaser and the consideration to be paid. Upon such notice, the Board of Directors shall have thirty (30) days, from the date of said notice, within which to purchase said stock upon the same terms and conditions. If the Board of Directors shall fail to decide to purchase said stock, then the individual Shareholders shall have an additional fifteen (15) days within which to purchase said stock on the same terms and conditions. This restriction shall be placed upon each share of stock issued by the Corporation.

ELEVENTH: Pursuant to NJS 14A: 2-7, the effective date of this Certificate of Incorporation shall be the date of this filing.


Walter E. Hanley III, Esq.
Attorney at Law of New Jersey

Dated: September 10, 2001

CERT INCORP.DOC

NorVergence, Inc.

Attachment C

Authority to Transact Business in Tennessee

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 05/06/03
REQUEST NUMBER: 4807-0720
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 05/05/03 1258
EFFECTIVE DATE/TIME: 05/05/03 1258
CONTROL NUMBER: 0446353

TO:
PREMIER CORPORATE SERVICES INC
590 PARK ST
STE 6
ST PAUL, MN 55103

RE:
NORVERGENCE, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 05/06/03

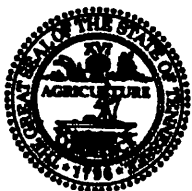
FROM:
PREMIER CORPORATE SERVICES, INC (MINNESOTA
590 PARK STREET
SUITE 6
ST PAUL, MN 55103-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00003279513
ACCOUNT NUMBER: 00422702

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

FILED

RECEIVED
MAY -5 PM 12:50
OFFICE OF THE SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is NorVergence, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is New Jersey

3. The date of its incorporation is 9/10/2001 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
550 Broad Street, 3rd Floor, Newark, NJ 07102

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
1900 Church Street, Suite 400, Nashville, TN 37203

Street City State/Country Zip Code

Registered Agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Peter J. Salzano, President 550 Broad Street, 3rd Floor, Newark, NJ 07102

Albert Collier, Secretary 550 Broad Street, 3rd Floor, Newark, NJ 07102

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Peter J. Salzano, Chairman 550 Broad Street, 3rd Floor, Newark, NJ 07102

Albert Collier, Director 550 Broad Street, 3rd Floor, Newark, NJ 07102

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

4/21/2003
Signature Date
President
Signer's Capacity

NorVergence, Inc.

Name of Corporation

Signature

Peter J. Salzano

Name (typed or printed)

Attachment D

NorVergence, Inc.

Financial Statements

PROPRIETARY AND CONFIDENTIAL: FILED UNDER SEAL

NorVergence, Inc.

Attachment E

Biographies of Senior Management Team

Mr. Peter Salzano, Chairman and CEO:

Mr. Peter Salzano has had a long and very successful track record of building profitable businesses. In 1997, Mr. Salzano founded the Network Consulting Group. He has grown the Business Equipment and Leasing Company into a multi-million dollar company. Before starting that firm, Mr. Salzano was a veteran of the office equipment industry for over 14 years from 1983 through 1997 at Pitney Bowes Corporation. He was recognized there annually during that time as one of Pitney's Top Ten Divisional Sales Producers. As the Chairman and Chief Executive Officer of NorVergence, Peter has an extensive understanding of all aspects of business equipment sales, marketing, and financing. He is also the inventor of the Provisional Patent Pending Business Method used by NorVergence.

Mr. Alexander L. Wolf, Chief Operating Officer:

Formerly of Nortel Networks, (2000-2001) Mr. Wolf was a Senior Executive within Nortel Networks' Emerging Markets Group. Mr. Wolf's areas of responsibilities within that Nortel Division have included Business and Market Planning, Operational Planning & Realization, Carrier Product Portfolio Development & Deployment, and Operational Support System Planning & Implementation. While at Nortel, Mr. Wolf also played a major role in helping Emerging companies develop comprehensive business & financial plans to support Seed and Stage A operations. Due to the close relationship between Nortel and NorVergence, Executive Management allowed Mr. Wolf to join NorVergence. This has facilitated interaction between the two firms based on previous roles and relationships.

Before joining Nortel Networks, Mr. Wolf was Head of Northeast Sales Operations for Payback Training Systems, Inc., (1999) an pioneer in the E-Learning industry that grew to \$10 million in revenues before his departure for Nortel. Mr. Wolf has more than 7 years of experience within the Telecommunications and Data-Communications industries. Previously, Mr. Wolf held leadership positions with Datatec (1998) managing the sub-contractor relationship to the IBM account, and Siemens, (1995-1998) where he developed and implemented cutting-edge technology solutions for some of the largest Global 100 firms.

Mr. Steven Leibrock, Chief Technology Officer:

Formerly, Mr. Leibrock was Senior Vice President of Network Design & Product Development at InfoCrossing, Inc. (2000 to September 2001). In 1998 and 1999, Steve was Vice President of Practice Development at Millennia III, an Information Technology, and Professional Services firm. Previously, Mr. Leibrock was Vice President of Information Technology (1985-1998) for the investment-banking firm of Goldman Sachs, and oversaw its global network operations. Mr. Leibrock has over 20 years experience in Information Technology, Network Design, Tele-Communications, and Product Development. He is an extensive and successful technology team builder and engineer recruiter.

NorVergence, Inc.

Attachment F

**Small and Minority-Owned Telecommunications Business Participation
Plan**

NORVERGENCE, INC.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, CLEC, Inc. ("NORVERGENCE, INC.") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. NORVERGENCE, INC. is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. NORVERGENCE, INC. will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, NORVERGENCE, INC. will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to NORVERGENCE, INC. of such opportunities. NORVERGENCE, INC.'S representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, NORVERGENCE, INC. will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212. *Minority-Owned Business*. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream

because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business.

Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

NorVergence, Inc.'s Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting NorVergence, Inc.'s full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Peter J. Salzano, CEO
NorVergence, Inc.
505 Broad Street, 3rd Floor
Newark, NJ 07102
Telephone: 973-242-7500
Facsimile: 973-242-8807

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and

small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.

- (5) Searching for and developing opportunities to use small and minority owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within NorVergence, Inc. and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including: Chambers of Commerce, The Tennessee Department of Economic and Community Development, The United States Department of Commerce. Small Business Administration Office of Minority Business. The National Minority Supplier Development Counsel, The National Association of Women Business Owners, The National Association of Minority Contractors, Historically Black Colleges, Universities, and Minority Institutions. The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

NorVergence, Inc. will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, NorVergence, Inc. will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. NorVergence, Inc. will submit records and reports

required by the Tennessee Regulatory Authority concerning the Plan. Moreover, NorVergence, Inc. will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

NorVergence, Inc.

By: 
Peter J. Saizano
CEO

Dated: December 19th, 2003

NorVergence, Inc.

Attachment G

Toll Dialing Parity Plan Waiver

NorVergence Toll Dialing Parity Plan

Methodology: NorVergence will provide full 2-PIC (intraLATA and interLATA) dialing parity, allowing NorVergence customers or its voice grade postpaid services to pre-subscribe to one carrier for all interLATA calls and to the same or another carrier for all intraLATA toll calls. One interLATA IXC and one intraLATA IXC may be selected for each trunk. All central offices owned by NorVergence will be equipped to provide this service.

Availability: NorVergence will provide full 2-PIC dialing parity in major metropolitan areas of each BellSouth/Sprint/United LATA in which NorVergence provides service and where NorVergence's underlying carrier(s) can provide such service to NorVergence.

Subscriber Practices: NorVergence will inform its new postpaid voice grade local service customers of the dialing parity feature, and provide customers a randomly ordered list of carriers available to them in their geographic area when the customer first subscribes to service. The list of intraLATA toll carriers will be presented in a competitively neutral manner. Customers who do not choose an intraLATA toll carrier will be identified within NorVergence's system as a "NO PIC" and will not automatically be defaulted to a carrier. Customers identified as "NO PIC" within NorVergence's system will be required to dial 10XXX or another carrier access number such as a toll free number to place intraLATA toll calls until they make an affirmative choice for an intraLATA toll carrier. PIC change charges and waiver periods will be addressed in NorVergence's tariff to be filed prior to offering voice grade postpaid local services in Tennessee.

Carrier Practices: Any interexchange carriers that wish to offer intraLATA toll services to NorVergence postpaid local customers must establish direct interconnect of its network with that of NorVergence's underlying carrier in accordance with the requirements of the underlying carrier. Other Access Service request ("ASR") requirements will be available from the NorVergence's Carrier Customer Service Center.

Proposed Implementation Schedule: NorVergence will implement dialing parity prior to offer postpaid voice grade local services.

Notification: NorVergence will provide notice to its subscribers of the availability of intraLATA toll dialing parity at the time they request new telephone service, provided at least one ASR has been received from an alternative carrier. NorVergence will notify all Feature Group D carriers operating in Tennessee prior to offering service.

Access to Operator Services and Directory Assistance: Nondiscriminatory access to other carriers of telephone numbers, Operator Services, and Directory Assistance will be available through the customer's local exchange carrier or interLATA carrier.

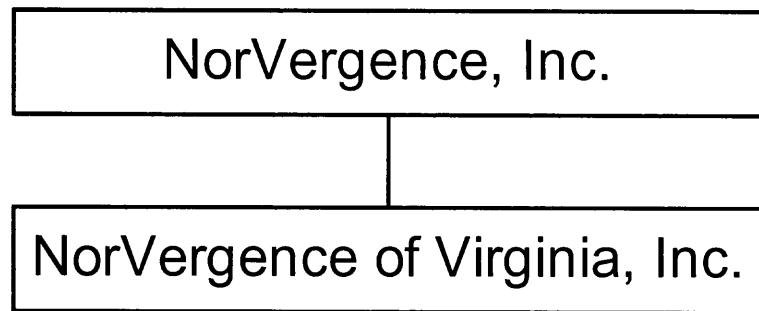
Anti-Slamming Procedures: A charge will be established for "slamming" or unauthorized PIC charges submitted by carriers or NorVergence for end-user customers. NorVergence will be subject to the rules related to slamming as indicated in the Tennessee Regulatory Authority Rule 1220-4-2:56, Sections (2)-(6).

TRA and FCC Rules: NorVergence will comply with all rules of the FCC and TRA regarding IntraLATA toll dialing parity

NorVergence, Inc.

Attachment H

Corporate Structure



NorVergence, Inc.

Attachment I

Pre-Filed Testimony

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

**IN RE: APPLICATION OF NORVERGENCE, INC., FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE
COMPETITIVE LOCAL SERVICES.**

Docket No. _____

DIRECT TESTIMONY OF PETER J. SALZANO

Direct Testimony of Peter J. Salzano
on behalf of NorVergence, Inc.

1 **Q. PLEASE STATE YOUR NAME, POSITION, AND BUSINESS ADDRESS.**

2 A. My name is Peter J. Salzano. I am the CEO with NorVergence, Inc. and my business
3 address is 550 Broad Street, 3rd Floor, Newark, New Jersey 07102.

4
5 **Q. PLEASE DESCRIBE YOUR BUSINESS EXPERIENCE AND BACKGROUND.**

6 A. I founded NorVergence in September, 2001. As the Chairman and Chief Executive
7 Officer of NorVergence, I have an extensive understanding of all aspects of business
8 equipment sales, marketing, and financing. I am also the inventor of the Provisional
9 Patent Pending Business Method used by NorVergence. Prior to NorVergence, I founded
10 the Network Consulting Group, a Business Equipment and Leasing Company, in 1997,
11 which has grown into a multi-million dollar company. Before starting that firm, I was a
12 veteran of the office equipment industry for over 14 years from 1983 through 1997 at
13 Pitney Bowes Corporation. I was recognized there annually during that time as one of
14 Pitney's Top Ten Divisional Sales Producers.

15

16 **Q. HAVE YOU PREVIOUSLY TESTIFIED BEFORE THIS AUTHORITY?**

17 A. No, I have not.

18

19 **Q. HAS NORVERGENCE PREVIOUSLY APPLIED FOR CERTIFICATION TO**
20 **PROVIDE INTRASTATE SERVICES IN TENNESSEE?**

21 A. No. However, NorVergence has filed concurrent with application a resale application for
22 long distance and local exchange authority.

23

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?

A. I submit this testimony on behalf of the Company to demonstrate that the Company's application for authority to provide competitive local exchange service meets appropriate regulatory criteria and is in the public interest. The purpose of my testimony is: (a) to describe NorVergence corporate structure; (b) to describe the financial, technical and managerial resources of NorVergence in order to show that NorVergence has resources, experience and abilities to provide the services described in its Application for authority; (c) to describe the Application of NorVergence for a certificate of authority; and (d) to comment on the public need for, and the public benefits of, our proposed intrastate services.

Q. PLEASE DESCRIBE NORVERGENCE CORPORATE STRUCTURE AND AUTHORITY.

A. NorVergence is a New Jersey corporation incorporated on September 10, 2001. NorVergence has one wholly owned subsidiary, NorVergence of Virginia, Inc.

Q. PLEASE DESCRIBE NORVERGENCE TECHNICAL AND MANAGERIAL QUALIFICATIONS TO OPERATE THE NETWORKS.

A. The Company has the technical and managerial resources necessary to provide customers in the State of Tennessee with high-quality local exchange telecommunications services. A trained and experienced staff will manage the Company's local services operations. Attached to the application are biographical descriptions of the technical and managerial experience of Company management personnel. The descriptions in the exhibits

demonstrate that the Company possesses the requisite technical, financial, and managerial resources and abilities to provide basic local exchange service as requested in the application.

Q. PLEASE DESCRIBE NORVERGENCE FINANCIAL QUALIFICATIONS TO PROVIDE FACILITIES-BASED SERVICES IN TENNESSEE.

A. NorVergence is financially well qualified to provide telecommunications services in Tennessee. NorVergence enjoys a stable financial setting in which to provide its telecommunications services as evidenced by the financial statements on file with this Authority in support of the current application for which my testimony is being provided. NorVergence does not intend to construct switching facilities in Tennessee.

Q. IN YOUR OPINION, ARE THE FINANCIAL RESOURCES AVAILABLE TO NORVERGENCE ADEQUATE TO PERMIT IT TO OFFER THE SERVICES DESCRIBED IN ITS APPLICATION?

A. Yes.

Q. PLEASE DESCRIBE BRIEFLY NORVERGENCE PROPOSED LOCAL EXCHANGE SERVICES.

A. NorVergence plans to offer local exchange and exchange access services to business customers. NorVergence will provide integrated voice and data services via dedicated access and directory assistance initially. Future service offerings may include but are not limited to custom calling features, local exchange access, non-optional ancillary services

such as E-911, directory listings, etc. NorVergence will provide interconnection on a nondiscriminatory basis with other local exchange service providers. NorVergence will make every effort to do business with small and minority owned companies.

Q. HOW ARE TROUBLE REPORTS HANDLED?

A. The customer will be report trouble or billing inquiries directly to NorVergence via a toll-free number during normal business hours. After normal business hours, calls are taken via an automated answering system, which is checked periodically by NorVergence personnel. NorVergence normal business hours are Monday-Friday 8:30 AM to 5:30 AM (EST).

Q. HOW ARE BILLING ERRORS AND COMPLAINTS HANDLED?

A. NorVergence will be responsible for all customer inquiries and complaints. The toll-free number for customer inquiries and complaints will be provided on all customer bills and in all NorVergence mailings.

Q. PLEASE DESCRIBE THE AUTHORITY THAT NORVERGENCE SEEKS BY THIS APPLICATION.

A. By this Application, NorVergence seeks authority to provide intrastate local exchange telecommunications services to customers on a **statewide basis** in Tennessee. NorVergence will operate as both a resale and facilities-based local exchange provider. NorVergence will market primarily to business consumers. NorVergence requests a certificate to offer the services I have previously described on a statewide basis in

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Tennessee but, in accordance with the limitations described in T.C.A. § 65-4-2O(d). NorVergence does not, by this Application, seek authority to provide service to any customers located in areas served by incumbent local exchange carriers with fewer than 100,000 total access lines nor in areas served by a telephone cooperative.

Q. WHAT GEOGRAPHIC AREAS WILL NORVERGENCE SERVE?

A. NorVergence seeks immediate authority to provide resold and facilities-based local exchange telecommunications services statewide excluding those exchanges with fewer than 100,000 access lines. Initially, NorVergence will provide services in exchanges served by BellSouth and Sprint.

Q. DOES NORVERGENCE HAVE A SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS PARTICIPATION PLAN?

A. Yes. NorVergence recognizes the importance of supporting small and minority-owned business and agrees to contribute its share to the fund established by the Department of Economic and Community Development in accordance with Section 17 of the Act and to support small and minority-owned telecommunications businesses. Our Small and Minority-Owned Telecommunications Business Participation Plan is contained in the application at Attachment F.

Q. WILL NORVERGENCE COMPLY WITH ALL APPLICABLE AUTHORITY RULES, POLICIES AND ORDERS?

A. Yes.

116

117 **Q. PLEASE DESCRIBE THE PUBLIC BENEFITS ASSOCIATED WITH**
118 **NORVERGENCE PROPOSED OFFERING OF INTRASTATE**
119 **TELECOMMUNICATIONS SERVICES WITHIN TENNESSEE.**

120 A. NorVergence believes that approval of its application will serve the public interest by
121 increasing competition for basic local exchange services, which will offer customers in
122 Tennessee a wider range of product offerings, innovative technologies, increased quality
123 and lower prices for local telecommunications services.

124

125 **Q. TO DATE, HAS NORVERGENCE HAD ANY CONSUMER COMPLAINTS**
126 **FILED WITH THE STATE OR FEDERAL COMMISSIONS?**

127 A. No.

128

129 **Q. IS NORVERGENCE IN GOOD STANDING IN ALL JURISDICTIONS WHERE**
130 **IT IS CURRENTLY DOING BUSINESS?**

131 A. Yes.

132

133 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

134 A. Yes, it does.

NorVergence, Inc.

Attachment J

Notice of Filing

NOTICE OF FILING

NorVergence, Inc., has filed an Application with the Tennessee Regulatory Authority for a Certificate to Provide Competing Local Telecommunications Services throughout the state except in those areas with fewer than 100,000 access lines and/or where the incumbent service provider has a rural exemption under the Telecommunications Act of 1996. The undersigned hereby certifies that a copy of this notice has been served on the following persons via U.S. Mail this 31st day of December, 2003.


Bobbi Ferguson
Visiology, Inc.

Ardmore Telephone Company, Inc.
Attn: Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

BellSouth
Attn: Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

Century Telephone of Adamsville
Attn: David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Attn: Don Ray Fannon, Division Manager
P.O. Box 100
57 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
Attn: Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Communications Company of Tennessee
Citizens Communications Company of the Volunteer
State
Attn: Mike Swatts, State Regulatory Director, South
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

Loretto Telephone Company, Inc.
Attn: Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
Attn: W.S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Attn: Steve Parrott, Director-Regulatory Affairs
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.
Attn: Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone
Company
Attn: Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

TDS Telecom-Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034